FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D.

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OMB APPR	OVAL
OMB Number:	3235-0076
	ril 30, 1991
Estimated average hours per respon	e burden

SEC USE ONLY

Serial

03020661 U	EMPTION DATE RECEIVED		
Name of Offering (check if thi	s is an amendment and name has changed, and inc		
Filing Under (Check box(es) that appropriate of Filing: New Filing:	oly): Rule 504 Rule 505 Rule 506 Amendment	□ Section 4(6) □ ULOE MAY 2 7 2003	
	A. BASIC IDENTIFICATION DATA		
1. Enter the information requested a	bout the issuer	101 cac 164	
Name of Issuer (check if this is Our Lady LLC	an amendment and name has changed, and indica	tie change.)	
Address of Executive Offices c/o Roy Gabay Theatrica 262 West 38th Street, S	Number and Street, City, State, Zip Code) 1 Prod. & Mgmt. uite 1106, New York; NY 10018	Telephone Number (Including Area Code) (212) 997-5399	
Address of Principal Business Opera (if different from Executive Offices)		Telephone Number (Including Area Code)	<u> </u>
Brief Description of Business		PKOCIO	

Production of the off-Broadway production of the dramatic work entitled "Our Lady of 121stgStreet"

Type of	Business	Organization
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-,,,		~.,
11	corporation	

business trust

	limited	partnership,	aiready	formed
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limited partnership, to be formed

☑ other (please specify): Limited Liability

Company

Month

Actual or Estimated Date of Incorporation or Organization:

0

Year

 Actual □ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

NY

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless suc

A. BASIC IDENTIFICATION DATA		
2. Enter the information requested for the following:	•	
• Each promoter of the issuer, if the issuer has been organized within the past five ye	ars;	•
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposecurities of the issuer;		or more of a class of equi
Each executive officer and director of corporate issuers and of corporate general and it	managing partne	rs of partnership issuers; an
Each general and managing partner of partnership issuers.		
Check Box(es) that Apply: Promoter Deneficial Owner Descentive Officer	☐ Director	D General and/or Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)	S. 1.	
Check Box(es) that Apply: Promoter Beneficial Own a D Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		1000 1100 1100 1100 1100 1100 1100 110
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Business or Residence Address (Number and Street, City, State, Zip Gode)		
Check Box(es) that Apply: Promoter Beneficial Cwner Executive Officer	Director	Ocneral and/or Managing Partner
Full Name (Last name first, if individual)	, <u>, , , , , , , , , , , , , , , , , , </u>	
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Business or Residence Address (Number and Street, City, State, Zip Codé)	7. 12. 14. 14. 14. 14. 14. 14. 14. 14. 14. 14	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)	. 11	
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)	a :	
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	des derivation com in in provide MANNA material est ten comb	
Business of Residence Address (Number and Street, City, State, Zip Code)		

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l. Has	the issuer so	ld, or de	oes the issu	er intend	to sell, to	non-accrec	dited inves	tors in this	offering?		· ·	Yes . 🗀	No D
			Ans	wer also i	n Appendi	ix, Columi	2, if filin	ig under U	LOE.	4.5	a factor		
2. Wha	t is the minis	mum inv	vestment th	at will be	accepted f	rom any i	ndividual?				• • • • • • •	. s _	
- <u>- 4</u>	,	* * * * .			in the Time year.					e fo	9.	Yes	No
3. Does	the offering	permit	joint own	rship of a	single uni	117					• • • • • • • • •	. 🖸	
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(Check	"All States"	or che	ck-individu	ai States)			• • • • • • • • • •	• • • • • • • • • •				D-Att	State
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE (F PROCEEDS	
Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	ANGEL SE SE	
Type of Security	Aggregate Offering Price	Amount Alread Sold
Debt	s 0'	s 0
Equity	s <u> </u>	s 0
□ Common □ Preferred		
Convertible Securities (including warrants)		<u> 0</u>
Partnership Interests		s <u>0</u>
Other (Specify Limited Liability Company Interests)	<u>5 750,000</u>	5 750,000
Total	<u>5 750,000</u>	\$ 750,000
Answer also in Appendix, Column 3, if filing under ULOE.	trodu s ologica († 1765) Trodusologica († 1765)	
Enter the number of accredited and non-accredited investors who have purchased securities in this-	.,	• ,
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their		
purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
en de la companya de La companya de la co	Number Investors	Of Purchases
Accredited Investors	. 15	750,000
Non-accredited Investors	0	<u> </u>
Total (for filings under Rule 504 only)		s N/A
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Ouestion 1	. .	
	Type of	Dollar Amoun
Type of offering		Sold
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Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies: If the amount of an expenditure	Security	Sold 5 N/A 5 N/A 5 N/A
Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies: If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Security	Sold SN/A SN/A SN/A
Type of offering Rule 505 Regulation A Rule 504 Total Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Security	Sold 3
Type of offering Rule 505 Regulation A Rule 504 Total Total Total Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies: If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	Security	Sold 3
Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies: If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees	Security	Sold S N/A S N/A S N/A S N/A S N/A S 0 S 500 S 5,000
Type of offering Rule 505 Regulation A. Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies: If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	Security	Sold S N/A S N/A S N/A S N/A S N/A S 1,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSE	S AND USE OF PROCE	EDS
b. Enter the difference between the aggregate offering price given in response to P tion 1 and total expenses furnished in response to Part C - Question 4.a. This dif "adjusted gross proceeds to the issuer."	serence is the	<u>\$ 743,500</u>
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or prused for each of the purposes shown. If the amount for any purpose is not know estimate and check the box to the left of the estimate. The total of the payments list the adjusted gross proceeds to the issuer set forth in response to Part C - Question	m, furnish an ed must equal	er ur
	Payments to Officers, Directors, Affiliates	& Payments To
Salaries and fees	D s 0_	≥ \$ 10,000
Purchase of real estate	D s 0	<u> </u>
Overshare mental or leasing and installation of machinese and accomment		
Construction or leasing of plant buildings and facilities	D \$0	D <u>\$0</u>
Acquisition of other businesses (including the value of securities involved in the offering that may be used in exchange for the assets or securitic, of another fixture pursuant to a merger's	his	· · · · · · · · · · · · · · · · · · ·
Repayment of indebtedness	🗅 s 0	D \$0
Working capital	D \$0	
Other (specify):	D \$0	c s 0
		tera na pri
	□ <u>\$0</u>	D \$0
Column Totals	<u>0 s22 0 s2</u>	<u>.</u> ⊠ \$ 743,500
Total Payments Listed (column totals added)	🔯 🕏	743,500
D. FEDERAL SIGNATURE		27 2 24 3
The issuer has duly caused this notice to be signed by the undersigned duly authorized following signature constitutes an undertaking by the issuer to furnish to the U.S. Sect quest of its staff, the information furnished by the issuer to any non-accredited investigation.	urities and Exchange Com	mission, upon written re
Issuer (Print or Type) Signature		tate of party
Our Lady LLC		5/12/03
Name of Signer (Print or Type) Title of Signer (Print or Type)	Managing Member	

		E STAT	E SIGNATURE		
			The state of the s	22	
1. Is any party described in of such rule?	n 17 CFR 230.252(c), ((d), (e) or (i)	presently subject to any of the	he disqualification p	rovisions Yes No
	S∞ A	ppendix, Colt	imn 5, for state response.	ลกต ฉัติจา	
2. The underrigned issuer to Form D (17 CFR 239.50	nereby undertakes to fi 30) at such libres 16 se	umish to any quived by stat	state administrator of any sta		ce is filed, a notice or
3. The undersigned issuer history to offerees.	ereby undertakes *c fi	unish to the s	Rate administrators, upon wit	inen request, inform	ation furnished by the
limited Offering Exempt of this exemption has the The lesuer has read this notifi	ion (ULOE) of the state burden of establishing the cation and knows the	te in which thing that these	with the conditions that must is notice is filed and understa conditions have been satisfied true and has duly caused the	nds that the issuer cl	lairning the availability
undersigned duly authorized p	person.		C.m. 1	**	
Issuer (Print or Type)		Speture	Annual Control of the	Date	
Our Lady LLC		(ah	Lool W		5/12/03
Name (Print or Type) Aged In Wood, LLC By: Robyn Goodman		Title (Prin	Manager of Manag	ing Member	
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Instruction:

Print the name (and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Disqualification SOLINGE . H. Type of security under State ULOE and aggregate and aggregate Intend to sell (if yes, attach Type of investor and to non-accredited offering price explanation of waiver granted) investors in State offered in state amount purchased in State (Part C-Item!) (Part B-Item 1) (Part C-Item 2) (Part E-Item1) Number of Number of Accredited Non-Accredited Yes State No Investora: Investors Amount Yes No Amount... AL AK AZ AR LLC Interests X CA \$110,000 \$110,000 X · CO CT LLC Interests DE \$150,000 \$150,000 0 0 X DC LLC Interests FL X \$ 10,000 00 X \$ 10,000 GA HI ID IL IN IA KS KY LA **ME** LLC Interests MD X X €0 \$ 20,000 \$ 20,000 0

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LLC Interests

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APPENDIX

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	Intend to non-a investor	to sell ceredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item!)		amount pur (Part	inventor and chased in State C-Item 2)		Disqual under Sta (if yes, explana	granted)
State	Yes	No spec	A PART OF THE PART	Number of Accredited Investors	di Militialia	Number of Non-Accredited Investors	Amount	Yes	No
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